

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

IN RE PHARMACEUTICAL INDUSTRY
AVERAGE WHOLESALE PRICE LITIGATION

MDL No. 1456

THIS DOCUMENT RELATES TO:
TRACK TWO SETTLEMENT

CIVIL ACTION: 01-CV-12257-PBS
Judge Patti B. Saris

PLAINTIFFS' MOTION FOR LEAVE TO FILE UNDER SEAL

Plaintiffs, by their attorneys, respectfully move this Court for leave to file under seal the following pleadings and other materials: (1) Plaintiffs' Second Supplemental Submission In Support of a Rebalanced Track Two Settlement; and (2) Supplemental Declaration of Raymond S. Hartman in Support of Track 2 Settlement Allocation.

The foregoing items include or reference copies of documents and/or excerpts from documents that certain defendants have identified as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" pursuant to the terms of the December 13, 2004 Protective Order. Also, the foregoing items reference information contained in documents designated by certain defendants as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL." In addition, the foregoing items not only quote extensively from and/or attach documents that certain defendants have designated as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL," but also they include references to pricing data that defendants likely believe to be highly proprietary in nature.

Paragraph 14 of the Protective Order mandates that any document or pleading containing material such as that referenced above be filed under seal. Plaintiffs hereby seek to comply with the terms of the Protective Order.

WHEREFORE, Plaintiffs respectfully request that this Court grant them leave to file the foregoing listed materials under seal.

DATED: August 19, 2011.

By /s/ Steve W. Berman

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CERTIFICATE OF SERVICE

I hereby certify that I, Steve W. Berman, an attorney, caused a true and correct copy of the foregoing **PLAINTIFFS' MOTION FOR LEAVE TO FILED UNDER SEAL** be delivered to all counsel of record by electronic service pursuant to Paragraph 11 of the Case Management Order No. 2, by sending on August 19, 2011, a copy to LexisNexis File and Serve for Posting and notification to all parties.

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